

Patrick L. Rocco (PR 8621)
Jennifer A. Sullivan (JS 6957)
SHALOV STONE & BONNER LLP
163 Madison Avenue, P.O. Box 1277
Morristown, New Jersey 07962-1277
(973) 775-8997

Proposed Liaison Counsel

**UNITED STATES DISTRICT COURT
DISTRICT OF NEW JERSEY**

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STEVEN R. ALEXANDER IRA, Individually and)	
On Behalf of All Others Similarly Situated,)	
)	
Plaintiff,)	Civil Action No. 04-982 (WJM) (RJH)
)	
vs.)	
)	
FRANKLIN RESOURCES, INC., et al.,)	
)	
Defendants.)	
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FRANK TRICARICO, Individually and On Behalf)	
of All Others Similarly Situated,)	
)	
Plaintiff,)	Civil Action No. 04-1052 (JAP) (MCA)
)	
vs.)	
)	
FRANKLIN RESOURCES, INC., et al.,)	
)	
Defendants.)	
<hr/>)	
CATHY WILCOX, Individually and On Behalf)	
Of All Others Similarly Situated,)	
)	
Plaintiff,)	Civil Action No. 04-2258 (WHW) (SDW)
)	
vs.)	
)	
FRANKLIN RESOURCES, INC., et al.,)	
)	
Defendants.)	
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**NOTICE OF MOTION FOR APPOINTMENT OF
LEAD COUNSEL AND APPOINTMENT OF LIAISON COUNSEL**

TO: ALL PARTIES AND THEIR COUNSEL OF RECORD

PLEASE TAKE NOTICE that plaintiffs Steven R. Alexander, Frank Tricarico and Cathy Wilcox (“Plaintiffs”), by their counsel, will hereby move this Court on June 28, 2004 at 9:00 in the forenoon or as soon thereafter as counsel may be heard, at the Martin Luther King, Jr. Federal Building & U.S. Courthouse, 50 Walnut Street, Newark, New Jersey, for entry of an Order approving Plaintiffs’ selection of: (i) Milberg Weiss Bershad & Schulman LLP (“Milberg Weiss”) as Lead Counsel to oversee the above-captioned actions (the “Actions”); and (ii) Shalov Stone & Bonner LLP as Liaison Counsel. In support of this Motion, Plaintiffs submit herewith a Memorandum of Law, the Certification of Patrick L. Rocco, and a Proposed Form of Order.

Dated: June 1, 2004

Respectfully submitted,

SHALOV STONE & BONNER LLP

By: s/ Patrick L. Rocco
Patrick L. Rocco (PR 8621)
Jennifer A. Sullivan (JS 6957)
163 Madison Avenue, P.O. Box 1277
Morristown, New Jersey 07962
(973) 775-8997

***Counsel for Plaintiffs Steven R. Alexander and
Frank Tricarico and Proposed Liaison Counsel***

**MILBERG WEISS BERSHAD &
SCHULMAN LLP**

Steven G. Schulman
Janine L. Pollack
Kim E. Levy
One Pennsylvania Plaza
New York, New York 10119
(212) 594-5300

*Counsel for Plaintiff Steven R. Alexander IRA
and Proposed Lead Counsel*

LAW OFFICES OF CHARLES J. PIVEN, P.A.

Charles J. Piven
Marshall N. Perkins
The World Trade Center – Baltimore
Suite 2525
401 East Pratt Street
Baltimore, Maryland 21202
(410) 332-0030

Counsel for Plaintiff Steven R. Alexander IRA

MURRAY, FRANK & SAILER LLP

Marvin L. Frank
Eric J. Belfi
275 Madison Avenue
New York, New York 10016
(212) 682-1818

Counsel for Plaintiff Frank Tricarico

GLANCY BINKOW & GOLDBERG LLP

Michael M. Goldberg
1801 Avenue of the Stars
Suite 311
Los Angeles, California 90067
(310) 201-9150

Counsel for Plaintiff Frank Tricarico

SCHIFFRIN & BARROWAY, LLP

Marc A. Topaz
Richard A. Maniskas
Three Bala Plaza East
Suite 400
Bala Cynwyd, Pennsylvania 19004
(610) 667-7706

Counsel for Plaintiff Cathy Wilcox

**LITE DePALMA GREENBERG &
RIVAS, LLC**

Joseph J. DePalma (JD 7697)
2 Gateway Center, 12th Floor
Newark, New Jersey 07102
(973) 623-3000

Counsel for Plaintiff Cathy Wilcox